

Juli E. Farris (CA Bar No. 141716)
Jfarris@kellerrohrback.com

KELLER ROHRBACK L.L.P.
1201 Third Avenue, Suite 3200
Seattle, WA 98101
(206) 623-1900
(206) 623-3384

Attorneys for Lead Plaintiff Gerald del Rosario

Michael A. Sands (CSB No. 178788)
msands@fenwick.com

FENWICK & WEST LLP
Silicon Valley Center
801 California Street
Mountain View, CA 94041
Telephone: (650) 988-8500
Facsimile: (650) 938-5200

*Attorneys for Defendants Uzia Galil, Levy Gerzberg, Karl
Schneider, Raymond A. Burgess, James D. Meindl, James
B. Owens, Jr., Arthur B. Stabenow, Camillo Martino,
Paul R. Goldberg, Isaac Shenberg, Alex Sinar and
nominal defendant Zoran Corporation*

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

IN RE ZORAN CORPORATION
DERIVATIVE LITIGATION

No. CV 06-05503 WHA

DERIVATIVE ACTION

This Document Relates To:

**STIPULATION AND ~~[PROPOSED]~~
ORDER RE INITIAL DISCLOSURES**

ALL ACTIONS

1 WHEREAS, counsel for the parties have conferred regarding the case schedule in this
2 Action;

3 WHEREAS, paragraph 3 of the Court's December 8, 2006 Case Management Order
4 entered in this Action states that Rule 26 initial disclosures "as to the securities case must be
5 made within fourteen days of the service of the consolidated securities case";

6 WHEREAS, on February 9, 2007, the Court issued an Order re: Rule 26 Disclosures in
7 the Class Action (Case No. CV 06-04843 WHA) extending the deadline for initial disclosures
8 until fourteen days after a decision on a motion to dismiss in that case, in light of the mandatory
9 stay provisions of the Private Securities Litigation Reform Act ("PSLRA");

10 WHEREAS, on March 14, 2007, Plaintiffs filed their Consolidated Verified Derivative
11 Complaint, which asserts federal securities law claims arising under §§10(b) and 14(a) of the
12 Securities Exchange Act, 15 U.S.C. §§78j(b) and 78n(a);

13 WHEREAS, the Case Management Order requires that Defendants' motion to dismiss be
14 filed within 28 days of the filing of the Consolidated Verified Derivative Complaint, and
15 Defendants intend to do so;

16 WHEREAS, if applicable to the derivative case, paragraph 3 of the Case Management
17 Order would require that Rule 26 initial disclosures be made on or before March 28, 2007, in
18 advance of the filing or resolution of any motion to dismiss;

19 WHEREAS, Defendants believe that the mandatory stay provisions of the PSLRA are
20 applicable and should be applied to this Action, while Plaintiff disagrees with that position;

21 WHEREAS, the parties agree that, in light of the additional claims brought under Section
22 10(b) of the Securities Exchange Act in the Consolidated Verified Complaint, requiring initial
23 disclosures in advance of the resolution of the motion to dismiss may be inconsistent with this
24 Court's February 9, 2007 Order;

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1 NOW, THEREFORE, the parties hereby stipulate that, production of initial disclosures
2 under Rule 26 in this Action shall be due 14 days after a decision on Defendants' motion to
3 dismiss or such other time as the Court may require.

4
5 March 22, 2007


Julie E. Farris (CA Bar No. 141716)
jfarris@kellerrohrback.com
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Seattle, WA 98101
(206) 623-1900
(206) 623-3384

Attorneys for Lead Plaintiff Gerald del Rosario

10
11 March 22, 2007


Michael A. Sands (CSB No. 178788)
msands@fenwick.com
FENWICK & WEST LLP
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Mountain View, CA 94041
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21 PURSUANT TO THE ABOVE STIPULATION, IT IS SO ORDERED.

22
23 DATED: March 23, 2007


Honorable William H. Alsup
United States District Judge